UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE

In re	)	
	)	
TRIKEENAN TILEWORKS INC.,	)	
	)	Chapter 11
and	)	Case No's 10-13725 - JMD
	)	
TRIKEENAN TILEWORKS INC OF NEW YORK	)	10-13727 - JMD
	)	
Debtors.	)	
	)	

**DISCLOSURE STATEMENT RESPECTING
FIRST AMENDED JOINT PLAN OF REORGANIZATION FOR THE DEBTORS
SUBMITTED BY ELGIN BUTLER , INC.
DATED FEBRUARY 2, 2011**

I. INTRODUCTION

Elgin Butler, Inc. (the "**Plan Proponent**" or "**Elgin Butler**") a creditor of Trikeenan Tileworks Inc. ("**Trikeenan**") and Trikeenan Tileworks Inc. of New York ("**Trikeenan New York**" and Trikeenan, each a "**Debtor**" and jointly and severally the "**Debtors**"), submits this Disclosure Statement respecting the First Amended Joint Plan of Reorganization for the Debtors (the "**Plan**") to all known creditors of the Debtors.

A. Executive Summary of the Plan

Pursuant to the Plan, the Elgin Butler Company will become the sole owner of the Debtors and the Debtors will be merged, with Trikeenan New York as the surviving entity.

The Plan provides that the Debtors' secured creditors in New York (New York Business Development Corporation) and New Hampshire (TDBank, N.A.) will be paid the fair value of their collateral. The Plan further provides that Trikeenan New York will assume and cure defaults under its lease and related Payment in Lieu of Taxes Agreement ("PILOT Agreement") with the Hornell Industrial Development Authority and that the claim of the Steuben Trust Company that is secured by the leased real estate in New York will be satisfied in full through the lease payments and cure payments. The Plan also provides that Steuben Trust Company will be paid the fair value of the account receivable due from Fired Earth as of the Effective Date. The Reorganized Debtors will also assume and cure defaults, if any, under the month to month lease for the showroom and manufacturing space in Keene, New Hampshire.

Unsecured creditors of the Debtors will be entitled to share in the profits of the Reorganized Trikeenan New York, as further described in this Disclosure Statement and in the Plan.

Elgin Butler is a successful tile manufacturer and distributor whose managers have substantial experience in both ceramic and thin-tile manufacturing, sales, marketing and operations. Elgin Butler plans to invest approximately $800,000 in the reorganized Trikeenan New York. The investment will include the costs of consolidation of the Debtors' operations, the cost of machinery and equipment to be added to the Debtor's manufacturing operations in New York, additional salaries to be paid to management and employees in the New York plant, the reorganization of the operations of the New York manufacturing plant and the cost of covering negative cash flow until operations are turned around. Elgin Butler has the financial strength, management talent and extensive ceramic market experience to reorganize the Debtors into a profitable business for the first time since the New York plant was purchased by the Debtors.

This Plan does not seek to reorganize Trikeenan Holdings, Inc. ("Holdings"). According to the bankruptcy schedules filed by Holdings, the only material assets of Holdings are the shares in the Debtors and those shares will be cancelled pursuant to the Plan.

B. Definitions and Exhibits

The terms defined in the Plan and not otherwise defined in this Disclosure Statement shall have the meanings given to them in the Plan. Where applicable and unless otherwise defined in the Plan or in this Disclosure Statement, the terms used in this Disclosure Statement shall have the meanings given to them in the Code.

All Exhibits to this Disclosure Statement, including the Plan, are incorporated into and made a part of this Disclosure Statement.

C. Notice to Creditors and Holders of Equity Interests

Scope of Plan. The Plan describes the treatment afforded to all holders of Claims against the Debtors and all holders of Interests in the Debtors. The Plan divides the holders of Claims and Interests into separate classes and describes the treatment afforded each class. The Plan is a legal document that, once confirmed by the Court, will bind all holders of Claims and Interests pursuant to its terms.

Purpose of Disclosure Statement. The purpose of this Disclosure Statement is to set forth information that: (a) outlines in summary fashion the operations of the Debtor in Chapter 11; (b) summarizes the Plan provisions and alternatives to the Plan; (c) advises creditors of their rights under the Plan; (d) provides creditors with information necessary to make informed decisions as to whether to accept the Plan; and (e) enables the Bankruptcy Court to determine whether the Plan complies with the necessary Code provisions and should, therefore, be confirmed.

Source of Information for the Disclosure Statement and Plan. Except where specifically stated otherwise, the portions of this Disclosure Statement describing the Debtors and the

operations of the Debtors have been prepared from the Debtors' books and records and pleadings filed with the Court. No representations concerning Debtors or the Plan are authorized other than as set forth in this Disclosure Statement. The Plan Proponent does not guarantee the accuracy of the information provided by the Debtors. The creditors and their representatives should undertake full investigation in order to fully confirm this information. Moreover, the terms of the Plan control in the event of any inconsistency between this Disclosure Statement and the Plan.

Solicitation of Votes. By order entered on __________, 2011, the Bankruptcy Court approved this Disclosure Statement as containing adequate information respecting the Plan. However, the Bankruptcy Court has not yet ruled on the merits of the Plan. You should, therefore, carefully read this Disclosure Statement and the Plan in their entirety prior to voting on the Plan.

It is strongly recommended that you and your legal counsel review the Plan and Disclosure Statement carefully and determine whether to accept the Plan based on your own evaluation and judgment.

For purposes of voting on the Plan, you should not rely on any information relating to the Debtors or their business other than information contained in this Disclosure Statement. Therefore, please read this Disclosure Statement, including the Plan in its entirety. Note that while this Disclosure Statement summarizes the terms of the Plan for your convenience, the Plan itself qualifies all such summaries. If there are any inconsistencies between the Plan and the summary of the Plan set forth in the Disclosure Statement, the provisions of the Plan shall control.

D. Disclosure Statement Exhibits and Enclosures

Accompanying this Disclosure Statement are the following documents:

1. Operating Projections and Balance Sheet. The projected results of operations and accompanying balance sheets for April, 2011 through December 2013 are attached hereto as Exhibit B. The projections are just that; projections are not guaranteed results. Exhibit B also includes a schedule of required and/or projected payments under the Plan.

2. Disclosure Statement Order. A copy of the order of the Bankruptcy Court entered on March __, 2011 approving this Disclosure Statement and, among other things, establishing procedures for voting on the Plan, and scheduling a hearing to consider confirmation of the Plan and the deadline for objecting to confirmation of the Plan (the "Disclosure Statement Order") is attached hereto as Exhibit C;

3. Notice of Confirmation Hearing. A copy of the notice of the deadline for submitting ballots to accept or reject the Plan, and among other things, the date, time, and place of the Confirmation Hearing and the deadline for filing objections to confirmation of the Plan (the "Notice of Confirmation Hearing") is attached hereto as Exhibit D; and

4. Ballots. One or more ballots, and return envelopes, for voting to accept or reject the Plan, unless (a) your Claim is not impaired under the Plan, in which case you are deemed to have voted to accept the Plan, or (b) you are to receive no distribution under the Plan, in which case you are deemed to have voted to reject the Plan. In either case, you are not entitled to vote and have not been given a ballot. Section VI contains an explanation of which parties in interest are entitled to vote. All who are entitled to vote should do so. Only those who actually vote are counted when determining whether the Plan has been accepted by the requisite majority of creditors.

II. BACKGROUND

A. Debtors' Business

Trikeenan was formed approximately twenty years ago by Kristin and Stephen Powers, both ceramic artists, in Keene New Hampshire. After 16 years of operations, the business employed approximately 25 people and produced what is known as "Art Tile" from a single plant in New Hampshire. This tile was totally hand-made, hand glazed and cured in periodic gas and electric shuttle kilns using expensive propane or electricity. Costs of production for this tile were and remain very high, and consequently, it is sold in small quantities at very high prices – often as high as $40/foot, and usually it is sold direct to end-users because it is too expensive to be handled by distribution or "big-box" stores. This small business was viable and generated enough cash to cover its expenses and pay to its founders a modest salary.

Approximately four years ago, the founders formed Trikeenan New York and personally, along with Trikeenan, assumed all the debt and took over the single asset of the defunct business known as Steuben Tile Works. There was no discount applied to the debt, and both founders personally guaranteed payments to all the banks and New York State agencies that had loaned money to Steuben Tile Works. Also, since little or no equity was contributed, they incurred more debt to get the facility in operation and develop products for the market. It is important to note that although this was also a tile manufacturing facility, as was the facility in New Hampshire, the operation was entirely different and was designed to produce much lower cost "production tile" rather than Art Tile. Although the facility relied on pre-mixed clay, it formed the tile through industrial extrusion, cured it in a continuously operating "fast-fire" kiln and then used automated spray equipment to apply glazes. All of these processes were new to the management of Trikeenan.

As is evident from the financial performance of the business since the acquisition of Steuben Tile Works, Trikeenan was never able to come close to covering the costs of operation of the two facilities or the extraordinary debt service required of this small business. ~~Revenue had not reached $2 million and the business had close to $3.7 million in debt.~~ After losing over $300,000 in 2009, and even more on a cash basis, Trikeenan and Trikeenan New York were forced to file for reorganization to avoid loss of the Hornell facility through foreclosure by the Steuben Trust Company and eviction by the Hornell Industrial Development Authority. At that time, there were also defaults with all the major lenders.~~ and payments to non-essential suppliers had been stretched to the limit.~~

The successful reorganization of the Debtors requires a substantial reduction in debt, an extensive investment in new equipment for the production plant, an extensive investment in product development, marketing and a national sales force, substantial reduction in operating costs through consolidation of operations, and the reconfiguration of the production process in the New York plant. (For example, the equipment in New York is not adequate to produce the product it needs to produce, and continues to operate with waste of over 20% while the industry average for "fast-fire" producers is around 3%.) These improvements will cost several hundred thousand dollars and the Debtors will continue to lose money until the improvements are implemented and new products are brought to market and sold. Elgin Butler does not believe the Debtors have the financial means, or industry contacts or experience, to successfully reorganize. Elgin Butler does have the means to invest in the Debtor's turn-around.

B. Elgin Butler Company

Elgin Butler Company is a ceramic manufacturing and distribution Company based in Elgin, Texas and has been in continuous operation since 1873. Its operations consist of both manufacturing and distribution of thin-tile, structural tile and brick. Elgin Butler manufactures two lines of thin-tile and markets those under two different brands. One is an "Art-Tile" brand, McIntyre Tile, that is a direct competitor to Trikeenan and based in Healdsburg, California, and the other is a manufacturer of unglazed porcelain mosaics, sold exclusively in the commercial market and manufactured at the main plant in Elgin, Texas. Elgin Butler also owns a tile distributor and a masonry (brick and structural tile) products distributor both located in Austin, Texas and serving the commercial markets there.

The senior management of Elgin Butler has deep experience in the tile business having formerly run Florida Tile Industries when it was the second largest manufacturer and distributor of thin-tile and stone in North America. The CEO and owner of Elgin Butler, Mr. Matthew Galvez, was formerly the CEO of Florida Tile, the Vice President of Sales and Marketing of Elgin Butler, Mr. Doug McGlintchy, was formerly the Vice President of Sales and Marketing of Florida Tile and the Vice President of Manfacturing of EBC formerly ran the two largest manufacturing facilities for Florida Tile producing in excess of 40 million square feet of tile and trim annually.

Elgin Butler is today a profitable business and has grown to utilize 100% of its current capacity over the past 5 years, since the current ownership took over. The company is in good standing with its banks, its suppliers and its employees, who enjoy substantial benefits and share on a monthly basis in the profits of the Company. <u>Elgin Butler's unaudited, consolidated, results of operations for the 12 months ending December 31, 2010 show a pre-tax profit of $1,619, 269 on sales of $13,490,733. The company's consolidated balance sheet shows positive net worth of $3,287,748 as of December 31, 2010.</u>

Elgin Butler has offered in writing during the course of these reorganization proceedings to purchase the assets of the Debtors through a Court approved transaction that would be subject to higher and better offers. In other words, Elgin Butler offered to participate in a process that would obtain the highest market value for the Debtors' business. The offer of Elgin Butler would have set the floor for that value. The Debtors rejected the offers of Elgin Butler, declined to counteroffer and have discontinued negotiations. Elgin Butler does not believe that the

Debtors have the financial means to reorganize on their own. Accordingly, Elgin Butler believes that the Debtors' premature termination of negotiations is not in the best interests of the Debtors' creditors. Elgin Butler will move the Court for the appointment of a Trustee in this proceeding if it necessary to do so to protect the interests of creditors or in the event that the Debtors cease to operate their business in the ordinary course.

III. THE PLAN

A. Overview

Elgin Butler's plan for the turn-around of the Debtors centers on four strategies: The consolidation of New Hampshire manufacturing operations with the New York manufacturing operation; the reorganization of production operations in New York along with a substantial investment in equipment to be located in New York; investment in new personnel, including sales staff and the integration of Trikeenan New York into Elgin Butler's administrative back office functions.

Elgin Butler estimates that the cost of consolidation of New Hampshire production operations into New York will be approximately $160,000, but will result in annual savings in excess of $250,000. The savings are achieved primarily through the reduction in rental expense, the reduction in payroll costs and a reduction in the cost of utilities. Elgin Butler personnel have considerable experience in the consolidation of manufacturing operations.

The second element of the turn-around is the reorganization of the Hornell, New York manufacturing plant. Elgin Butler will acquire and contribute to Trikeenan New York the production equipment formerly utilized by Meredith Tile, in Canton, Ohio. The Meredith equipment consists of a new extruder, a dryer, a second glazing line and a mixing system. This equipment remains available for purchase by Elgin Butler. If for any reason Elgin Butler is unable to purchase the equipment, Elgin Butler is confident that suitable replacement equipment is available in the marketplace. Elgin Butler will also contribute additional tray cars, Rotocolor decorating equipment and other technical updates and improvements to the existing Trikeenan New York equipment. The cost of these additions and improvements, including the cost of rigging and transportation, is approximately $500,000. The equipment identified above will be an asset of the Reorganized Debtors and the Reorganized Debtors will not owe any debt to Elgin Butler on account of the contributed equipment. Elgin Butler (and not the Reorganized Debtors) expects to borrow approximately $75,000 from its lender to help finance the purchase of the equipment. That loan will be secured by a first priority lien on the contributed equipment, but only Elgin Butler will be liable for the repayment of that loan.

The third element of the turn-around is the addition~~al~~ of several new sales persons, an increase in e-marketing and advertising and the hiring of an experienced ceramic plant manager. Finally, Elgin Butler will integrate the Reorganized Trikeenan New York's costing, inventory

control and financial controls and reporting functions. Although Elgin Butler reserves the right to charge the Reorganized Trikeenan New York a commercially reasonable management fee for the provision of back-office functions, the Reorganized Trikeenan New York will pay salaries or other compensation only in commercially reasonable amounts for actual services rendered to it by its officers and directors.

The projections for the Reorganized Trikeenan New York under the ownership of Elgin Butler are attached hereto as Exhibit B. Those projections indicate that Elgin Butler will also have to support negative cash flow of the Reorganized Debtor to the extent of approximately $150,000. The total cash outlay by Elgin Butler to accomplish the turn-around of Trikeenan New York is expected to be $800,000. Elgin Butler has these funds budgeted and available from its cash on hand and available bank lines of credit.

The Plan provides that the Debtors' secured creditors in New York (New York Business Development Corporation) and New Hampshire (TDBank, N.A.) will be paid the fair value of their collateral. NYBDC will be given an interest bearing note in the amount equal to the value of its collateral which will be secured by the same collateral that presently secures its claim. TDBank will be paid the value of its collateral in cash on the Effective Date of the Plan. The Plan further provides that the Reorganized Trikeenan New York will assume and cure defaults under its lease and related Payment in Lieu of Taxes Agreement with the Hornell Industrial Development Authority and that the claim of the Steuben Trust Company that is secured by the leased real estate will be satisfied through the lease payments. The Reorganized Debtors will also assume and cure defaults under the lease for the showroom in Keene, New Hampshire. The Reorganized Debtor will pay allowed priority unsecured claims in full on the Effective Date of the Plan.

As described further below, holders of Allowed Unsecured Claims will be entitled to participate in the profits of the Reorganized Trikeenan New York earned during the period ending on December 31, 2013.

The Debtors have asked the Plan Proponent to clarify the treatment of the debenture holders. The Plan Proponent understands that the claims of the debenture holders are against Holdings and not the Debtors and therefore those claims are not addressed by this Plan. If for some reason the debenture holders have Allowed Claims against either or both of the Debtors, those claims shall be treated under Class Six, unsecured claims.

B. Administrative Claims

The ordinary and necessary costs of operating the Debtors following the Chapter 11 filing, such as trade debt and payroll obligations, together with the allowed fees of the professionals retained by the Debtors are referred to as administrative claims. Allowed administrative claims will be paid in full by the Reorganized Debtors on the Effective Date or in accordance with their terms or on such other terms as the holder of the claim and the Plan Proponent may agree.

C. Classification of Claims and Equity Interests

All Claims, as defined in this Plan and in § 101(5) of the Code, of whatever nature, whether or not scheduled or unliquidated, absolute or contingent, including all Claims arising from the rejection of leases and executory contracts, and all Equity Interests, and whether resulting in an Allowed Claim or not, shall be bound by the provisions of the Plan and are hereby classified as follows:

Unclassified Claims are not impaired. Holders of Allowed Unclassified claims entitled to priority in accordance with Sections 507(a)(2) and 503(b) of the Code shall be paid in full on the Effective Date or upon the date on which each such claim becomes an Allowed Claim, whichever shall come later, or in accordance with such terms as may be agreed upon by the Debtor and each such holder of an Administrative Expense Claim. For further clarity and avoidance of doubt, the holder of an Administrative Expense Claim as a consequence of the assumption by the Debtor of an executory contract shall be paid in accordance with the terms of the Court Order approving the assumption of the executory contract or as set forth in this Plan.

Class One (NYBDC against Trikeenan New York) is impaired. Class One consists of the Allowed Secured Claim of NYBDC in the amount equal to the sum of the following amounts:

a. The value of the inventory, raw materials and work in process of Trikeenan New York as of the Effective Date, plus

b. The sum of $188,050, being the appraised value of the machinery and equipment of Trikeenan New York as set forth in that certain appraisal conducted by Accuval dated September 29, 2010.

The Class One Claim will bear interest at 4.5% per annum and will be repaid in equal monthly payments on a ten year amortization schedule with a balloon of all outstanding principal due and payable five years from the Effective Date. Payments will commence on the 60th day following the Effective Date. The Class One Claim will remain secured by a first priority lien on the inventory, raw materials and work in process of Trikeenan New York existing on the Effective Date and by a first priority lien on the machinery and equipment of Trikeenan New York existing on the Effective Date. (The lien shall not extend to the additional equipment to be contributed to Trikeenan New York by the Plan Proponent). The Plan Proponent shall have the option, in its discretion, of paying cash to the NYBDC on the Effective Date in the amount established pursuant to subsection (a) above, in which event such inventory, raw materials and work in process shall be free and clear of any liens and encumbrances or of turning over to NYBDC such inventory, raw materials and work in process, or any portion thereof, in which event no amount shall be payable to NYBDC on account of the property that is turned over to NYBDC. If the Plan Proponent and NYBDC are unable to agree upon the value of the inventory, raw materials and work in process, as of the Effective Date, the value shall be determined by the Court.

3.1 Class Two Claim (Steuben Trust Company against Trikeenan New York) is impaired. The Class Two Claim shall consist of the amounts due to Steuben Trust Company by Trikeenan NY under that certain Promissory Note dated February 8, 2008 issued by the City of the Hornell Industrial Development Authority in the amount of $1,025,000 and under that certain Promissory Note dated April 8, 2008 in the amount of $44,950. The Class Two Claim arising under the

$1,025,000 Note shall be repaid in full by means of the cure of arrearages under the Lease and continuing rental payments due from Trikeenan New York under the Lease. As long as the Reorganized Trikeenan New York is not in default under the Lease, including the cure payments due under the Lease, Steuben Trust Company shall not disturb the Reorganized Trikeenan New York's possession, use and enjoyment of the premises described in the Lease. That portion of the Class Two Claim arising under the $44,950 note shall be paid an amount equal to 80% of the current account receivable due to the Debtors from Fired Earth as of the Effective Date. Payment shall be made in cash or cash equivalent on the Effective Date. The Fired Earth receivable shall be current to the extent that it is within sixty days of invoice date as of the Effective Date and as to which the account debtor thereon has not raised any defense, offset, dispute or other basis for delayed or reduced payment. To the extent that the Fired Earth receivable is not current, the Plan Proponent may turn that receivable over to Steuben Bank rather than paying Steuben Bank for the receivable.

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Class Three (TDBank against Trikeenan) is impaired. TDBank shall have an Allowed Secured Claim equal to the sum of the following amounts:

i. $40,000, being the value of the personal property of Trikeenan, other than cash and accounts; plus

ii. The outstanding balance under the Line of Credit issued to Trikeenan.

Trikeenan shall pay the amount of the Allowed Class Three Claim in full on the Effective Date. A current account shall mean an account receivable of Trikeenan that is within sixty days of invoice date as of the Effective Date and as to which the account debtor thereon has not raised any defense, offset, dispute or other basis for delayed or reduced payment. Any account that is not a current account shall be turned over to TDBank. The Plan Proponent shall have the option, in its discretion, of turning over to TDBank any inventory, raw materials and work in process of Trikeenan, or any portion thereof, in which event no amount shall be payable to TDBank on account of the property that is turned over to TDBank. If the Plan Proponent and TDBank are unable to agree upon the value of the personal property of Trikeenan as of the Effective Date, the value shall be determined by the Court. Confirmation of the Plan shall constitute a finding by the Court that TDBank has a first priority perfected lien in all of the accounts receivable of Trikeenan, whether derived from the sale of product manufactured in New Hampshire or product manufactured in New York.

Class Four (Claims against the Debtors Entitled to Priority Under 11 U.S.C. § 507(a)(4) and (a)(5) are not impaired. Allowed Class Four Claims shall be paid in full on the Effective Date.

Class Five (Claims against the Debtors entitled to Priority under 11 U.S.C. § 507(a)(8) are not impaired. Allowed Class Five Claims shall be paid in full on the Effective Date.

Class Six (General Unsecured Claims) are impaired. Class Six shall consist of all

Allowed unsecured Claims against the Debtors, including the under-secured portion of any secured Claim and any unsecured or under-secured guaranty obligations of either of the Debtors. Class Six shall include, without limitation, the Allowed Claim of Statewide Zone Capital Corporation of New York (**"SZCCNY"**) and the Allowed Claim, if any, of Capstan, Inc., on the basis that, pursuant to Code Section 506, SZCCNY and Capstan, Inc. are unsecured creditors of the Debtors.

The Reorganized Debtors will pay the holders of Allowed Class Six Claims, pro rata, an amount equal to ten percent (10%) of the pre-tax profits of the Reorganized Debtors for the period from the Effective Date through December 31, 2013, determined in accordance with GAAP except that d~~.—D~~epreciation expense will be added back in determining profits for the purpose of this calculation. Payments shall be due by March 31 on account of profits through the preceding December 31. Payment to each holder of an Allowed Claim in Class Six shall be accompanied by a profit and loss statement of the Debtors that also includes the calculations that support the payment. In the event that the Debtors believe that no payment is due, the Debtors shall nonetheless provide the profit and loss statement including the calculations that support that determination.

Based on the Plan Proponent's projections for the Reorganized Debtors, holders of Allowed Claims in Class Six will share, pro rata, approximately $150,000.

Class Seven Interests (Existing Equity in the Debtors) are impaired. The Class Seven Interests shall be eliminated and the holder thereof shall retain nothing under this Plan.

D. Executory Contracts.

The Debtors shall assume all those executory contracts listed on Exhibit A to the Plan. At present, Exhibit A consists of the Lease with the Hornell Industrial Development Authority, the Payment in Lieu of Taxes Agreement both with the Hornell Industrial Development Authority and the Keene, New Hampshire showroom lease. The Reorganized Trikeenan New York will cure all defaults under the Hornell Lease over a period of three years following the Effective Date and will cure all defaults under the PILOT Agreement and the Keene, New Hampshire showroom lease within sixty (60) days of the Effective Date-. Other than with respect to the Lease and the Payment in Lieu of Taxes Agreement, the Debtors shall have the right to amend Exhibit A for a period of thirty (30) days following the Effective Date of the Plan. Except as set forth on Exhibit A hereto and as set forth above, the Debtors shall reject all unexpired leases and executory contracts.

IV. BAR DATE

The final date for the filing of a proof of claim with respect to any Claim which (a) arose before the Petition Date and was listed as a disputed, contingent or unliquidated Claim in a Debtor's scheduled liabilities previously filed with the Bankruptcy Court or (b) was classified in a Debtor's scheduled liabilities in a manner or assigned an amount with which the respective holder of such Claim disagrees is/was February 28, 2011 for claims held by Governmental Units and December 28, 2010 for all other Claims. No proof of claim is required to be filed if the claimant agrees with the amount and characterization of the Claim as set forth on a Debtor's

scheduled liabilities. Claims arising out of the rejection of an executory contract must be filed no later than thirty (30) calendar days following the entry of the Order of the Bankruptcy Court approving rejection of the executory contract.

V. OWNERSHIP AND MANAGEMENT

On the Effective Date, all existing equity in the Reorganized Debtors shall be eliminated and Elgin Butler shall become the sole owner of the Reorganized Debtors. The existing officers and directors of the Debtors will also cease to hold office as of the Effective Date and will be replaced as follows:

Board of Directors: Matthew S. Galvez, Ken Bernstein, James Nichols, Doug McGlinchey, Don Belcher, Scott Fullerton;

President: Doug McGlinchey
Treasurer: Ken Bernstein

VI. VOTING PROCEDURES AND REQUIREMENTS FOR ACCEPTANCE OF CONFIRMATION OF THE PLAN

A. Ballots and Voting Deadline

One or more ballots (and return envelopes) for voting to accept or reject the Plan are enclosed with each copy of the Disclosure Statement that has been mailed to a creditor entitled to vote.

The Bankruptcy Court has directed that to be counted for voting purposes, ballots for the acceptance or rejection of the Plan must be received by the Debtors no later than ____ __, 2010 at 4:00 p.m. at the following address:

Benjamin E. Marcus, Esq.
Drummond Woodsum & MacMahon
84 Marginal Way, Suite 600
Portland, Maine 04101-2480

B. Claims and Interests Entitled to Vote

Classes or Claims that are not "impaired" under the Plan are deemed to have accepted the Plan and need not vote on the Plan. Any creditor whose Claim is impaired under the Plan is entitled to vote if either (i) such holder is one whose Claim is scheduled by the Debtors (and such Claim is not scheduled as disputed, contingent or unliquidated) or (ii) such holder has timely filed a proof of claim that (a) currently is not the subject to a timely filed objection that has not been withdrawn on or before any date fixed for filing such objection by the Plan or an order of the Bankruptcy Court, and (b) has not been denied by a Final Order.

A creditor holding a disputed Claim is not entitled to vote on account of such disputed Claim unless, upon application of such creditor, the Bankruptcy Court temporarily allows the disputed Claim in an amount that it deems proper for purposes of voting to accept or reject the Plan. Such application must be heard and determined by the Bankruptcy Court on or before the hearing on confirmation of the Plan.

Any creditor or holder of an equity interest that is to receive no distribution under the Plan on account of its Allowed Claim or Allowed equity interest is deemed to reject the Plan and, therefore, is not entitled to vote on the Plan. Furthermore, a vote of any Creditor may be disregarded if the Bankruptcy Court determines that such vote was not solicited or procured in good faith and in accordance with the Code.

If you have any questions regarding the procedures for voting on the Plan, please contact Benjamin E. Marcus, Esq., counsel to the Debtor, at Drummond Woodsum, 84 Marginal Way, Suite 600, Portland, Maine 04101-2480, telephone (207) 772-1941.

C. Impairment Under the Plan

Under Code Section 1124, a class of Claims or interests is "impaired" under a plan of reorganization unless such plan pays in full, in cash, each Claim or interest in such class or otherwise leaves unaltered the legal, equitable and contractual rights of each holder of a Claim or interest in such class, other than by curing defaults or reinstating maturities.

Classes One, Two, Three and Six are impaired under the Plan and holders of Allowed Claims in those Classes are entitled to vote to accept or reject the Plan. Holders of Class Four and Five Allowed Claims are unimpaired and are deemed to accept the Plan. Holders of Class Seven Equity Interests are deemed to reject the Plan and do not vote on the Plan.

D. Acceptance of the Plan

The Code defines acceptance of a plan of reorganization by a class of creditors as acceptance by creditors holding two-thirds in dollar amount and a majority in number of the Claims in such class, but for that purpose counts only those creditors that actually cast ballots. Holders of Claims that fail to vote are not counted as either accepting or rejecting a plan. As described further below in Section VI. F ("Confirmation"), the Plan may be confirmed without the acceptance of all classes of creditors if certain requirements are met.

E. Best Interests Test

The Code provides that the Plan will not be confirmed, regardless of whether anyone objects to confirmation, unless the Bankruptcy Court first finds that the Plan is in the "best interests" of all classes of Claims or equity interests that are impaired. The "best interest test" will be satisfied in this Case by a finding by the Bankruptcy Court that either (i) all holders of impaired Claims or equity interests have accepted the Plan, or (ii) the Plan provides a holder that has not accepted that Plan with a recovery at least equal in value to the recovery such holder would receive if the Debtors were liquidated under Chapter 7 of the Code. The Plan Proponent

believes that the Plan is in the best interest of each Class of holders of Claims and Interests that are impaired under the Plan.

The starting point in determining whether the Plan meets the "best interests" test is a determination of the amount of the Debtors' liabilities and the liquidation value of Debtors' assets under Chapter 7 of the Code.

The liabilities of the Debtors as of November 30, 2010 were as follows:

Secured Claims:	$2,374,126
Priority Unsecured Claims:	$ 34,467
General Unsecured Claims:	$ 878,881[1]
Post petition Trade debt:	$ 138,234
Total Debt	$3,425,708

The value of the assets of the Debtor as of November 30, 2010 was as follows:

Cash on hand:	$ 120,000
Accounts Receivable	$ 110,000[2]
Inventory	$ 354,043[3]
Machinery & Equipment:	$ 363,283[4]
Intangible Assets	$ unknown[5]
Total:	$ 947,326

In a liquidation of the Debtors under Chapter 7 of the Code, Elgin Butler believes that the value of the Debtors' work in process and inventory will be rendered valueless because of the custom nature of the product. Based on the current market for used machinery and equipment in the tile-making industry and the appraisal of the New York equipment undertaken by Accuval, the Debtor believes that the liquidation value of the New York machinery and equipment is $123,000 and the value of the New Hampshire machinery and equipment is at most $40,000. In a liquidation, the Debtors' accounts receivable will also lose value because the Debtors and the Debtors' distributors will be unable to fulfill their contractual obligations which may result in offsetting claims. For purposes of this analysis, therefore, the Plan Proponent believes that the Debtors' accounts receivable will be worth only 50% of their face amount in a liquidation. The Debtor has no patents or trademarks and most of its work is on a custom order basis. It does not appear that the Debtors have any non-competes or other protective agreements in place with their

1 General unsecured claims includes that portion of scheduled priority claims in excess of the statutorily allowed priority.
2 Cash on hand and accounts receivable are derived from the Debtors' Monthly Operating Reports for the period ending November 30, 2010.
3 The inventory value is taken from the Trikeenan New York Monthly Operating Report for the period ending November 30, 2010. No inventory value is reported on the Trikeenan Monthly Operating Report for the same period.
4 This amount is the combined value for machinery, equipment, fixtures and office equipment listed on the Debtors' Bankruptcy Schedules.
5 The Debtors' Bankruptcy Schedules list the value of the Debtors' intangible assets as "unknown".

key officers and employees. Accordingly, it is very difficult to ascribe any value to the Debtors' intangible assets, such as intellectual property and goodwill, and it is reasonable to conclude that the Debtors' intangible personal property will be valueless in a liquidation. The outcome of a liquidation of the Debtors under Chapter 7 of the Code is estimated to be as follows:

Cash on hand	$ 120,000
Accounts Receivable	$ 55,000
Inventory	$ 0
Machinery & Equipment:	$ 163,000
Intangible Assets	$ 0
Total:	$ 338,000

Elgin Butler estimates, therefore, that the proceeds of a liquidation of the Debtors' assets under Chapter 7 of the Code will yield only approximately $340,000, before selling expenses and the fees of the Chapter 7 Trustee.

All of the Debtors' assets are subject to valid, perfected and unavoidable liens held by one or more secured creditors. However, in a liquidation of the Debtors under Chapter 7 of the Code, Elgin Butler believes that the Debtors' cash on hand will be surcharged to pay the post petition trade debt of the Debtors. The basis for this conclusion is that post petition trade debt has been incurred during the period that the Debtors have authority to utilize cash collateral for ordinary course operations. Moreover, it would be inequitable to pay all cash on hand as well as the proceeds of post petition accounts receivable to the Debtors' secured creditors while failing to pay the Debtors' post petition trade creditors, whose post-petition extensions of trade credit enabled the Debtor to generate the accounts receivable. Accordingly, the estimated proceeds of a liquidation of the Debtors in Chapter 7 will be paid as follows:

TDBank, N.A.	$ 77,000
NYBDC	$ 123,000
Steuben Trust Company/Hornell Industrial Development Authority	zero
Post Petition Trade	$ 138,000
Priority Unsecured	zero
General Unsecured	zero
	$ 338,000

Under the Plan, and based upon the values set forth in the Monthly Operating Reports for November 30, 2010, the Debtors' creditors will receive the following treatment:

TDBank, N.A.	$ 177,250 (Line balance plus $40,000)
NYBDC	$ 188,000 (Plus value of NY inventory)
Steuben Trust Company/ Hornell Industrial Dev. Authority	$1,060,037 (Plus value of Fired Earth AR)
Post Petition Trade	$ 138,000 (Payment in full)
Priority Unsecured	$ 34,467 (Payment in full)
General Unsecured	$ 147,333 (Estimated; See Exhibit B)
	$1,745,087

Based upon the foregoing analysis, all parties in interest in this proceeding will receive better treatment under the Plan proposed for the Debtors by Elgin Butler than they would receive in a liquidation of the Debtors under Chapter 7 of the Bankruptcy Code.

F. Confirmation

Confirmation Hearing

Code Section 1128(a) requires the Bankruptcy Court, after notice, to hold a hearing on confirmation of the Plan (the "Confirmation Hearing"). Code Section 1128(b) provides that any party in interest may object to confirmation of a plan.

By order of the Bankruptcy Court entered on March __, 2011, the Confirmation Hearing has been scheduled for _______, 2011 at the United States Bankruptcy Court, District of New Hampshire at _____ a.m. The Confirmation Hearing may be adjourned from time to time by the Bankruptcy Court without further notice except for an announcement made at the Confirmation Hearing or any adjournment of that hearing. Any objection to confirmation must be made in writing, filed with the Bankruptcy Court and served upon all parties who have filed a demand for receipt of papers under Bankruptcy Rule 2002(i) and on Debtors' counsel, Benjamin E. Marcus, Esq., Drummond Woodsum, 84 Marginal Way, Suite 600, Portland, Maine 04101, together with proof of service, on or before ______ __, 2011.

Objections to confirmation of the Plan are governed by Bankruptcy Rule 9014. Unless an objection to confirmation is timely served and filed, it will not be considered by the Bankruptcy Court.

At the Confirmation Hearing, the Bankruptcy Court must determine whether the requirements of Code Section 1129 have been satisfied and, upon demonstration of such compliance, the Bankruptcy Court will enter the Confirmation Order.

The Plan Proponent believes that the Plan satisfies all of the statutory requirements of Chapter 11 of the Code, that the Plan Proponent has complied or will have complied prior to the Confirmation Hearing with all of the requirements of Chapter 11, and that the Plan is proposed in good faith.

The Plan Proponent believes that the holder of each Claim impaired under the Plan will receive on and/or after the Effective Date a dividend in an amount not less than the amount likely to be received if Debtors were liquidated in a case under Chapter 7 of the Code, and that the Bankruptcy Court will so determine at the Confirmation Hearing.

If a Creditor or equity interest holder does not believe that the Plan satisfies all of the requirements set forth in Code Section 1129, such Creditor or equity interest holder should consult with legal counsel.

In the event that a Class of creditors entitled to vote rejects this Plan as a Class, the Plan Proponent will nonetheless request that the Court confirm the Plan over the objection of the non-consenting Class. The Court shall confirm the Plan if it determines that the Plan complies with all applicable legal requirements and that the Plan does not discriminate unfairly and is fair and equitable with respect to each Class of claims or interests that is impaired under and that has not accepted the Plan.

VII. MODIFICATION OF PLAN

The Plan Proponent may propose amendments or modifications to the Plan as provided in Code Section 1127. If all parties adversely affected by any modifications consent to such modifications, this Disclosure Statement shall be deemed adequate without modification and no further notice shall be required or given. In addition, the Plan Proponent may, with the approval of the Court, modify or amend the Plan through the Bankruptcy Court's order confirming the Plan. Notwithstanding anything to the contrary set forth herein, no amendment or modification which affects the treatment of the claims of Debtor may be allowed or approved without the express written consent of the Plan Proponent.

VIII. RETENTION OF JURISDICTION

Notwithstanding substantial consummation, the Bankruptcy Court shall retain exclusive jurisdiction of these proceedings under the provisions of Chapter 11 of the Code and 28 U.S.C. Section 1334 with respect to the following matters:

(a.) To adjudicate all controversies concerning the classification, allowance, or determination of any Claim or interest, including, without limitation, any administrative claim;

(b.) To hear and determine all Claims arising from rejection of any executory contract, including leases and to consummate the rejection and termination thereof;

(c.) To liquidate damages in connection with any disputed contingent or unliquidated Claims;

(d.) To adjudicate all claims to or ownership of any property of the Debtors or in any proceeds thereof arising prior to and after the Effective Date;

(e.) To adjudicate all claims or controversies arising out of any purchase, sales or contracts made or undertaken by the Debtors prior to the Effective Date;

(f.) To make such orders as are necessary and appropriate to construe or effectuate the provisions of the Plan;

(g.) To hear and determine any and all Avoidance Actions, including, without limitation, any and all preference actions, fraudulent conveyance actions or other matters brought pursuant to the Debtor's avoidance or subordination powers;

(h.) To hear and determine any and all applications of professional persons for allowance of compensation and/or reimbursement of expenses and all other Administrative Expenses which may be pending on, or made after, the Confirmation Date;

(i.) To adjudicate any and all motions, adversary proceedings and litigated matters pending on the Confirmation Date or filed thereafter within any applicable statutory period;

(j.) To adjudicate any and all controversies and disputes arising under, or in connection with, the Plan or any order or document entered or approved by the Bankruptcy Court in connection with Debtors, the Case, or any controversy or dispute which may affect Debtors' or the Reorganized Debtors' ability to implement or fund the Plan;

(k.) To hear and determine such other matters as the Bankruptcy Court in its reasonable discretion shall deem appropriate.

IX. FEDERAL AND OTHER TAX CONSEQUENCES

Each holder of a Claim or equity interest is strongly urged to consult a tax advisor for information regarding any federal, state or local tax consequences of the treatment of such holder's Claim or equity interest under the Plan.

X. CONCLUSION

The Plan Proponent submits that the Plan complies in all respects with Chapter 11 of the Code, and recommends to holders of Claims who are entitled to vote on the Plan that they vote to accept the Plan. The Plan Proponent reminds such holders that each ballot, signed and marked to indicate the holder's vote must be received by Elgin Butler's counsel no later than 4:00 p.m. E.D.T. on _____ __, 2011 at the following address:

Benjamin E. Marcus, Esq.
Drummond Woodsum & MacMahon
84 Marginal Way, Suite 600
Portland, Maine 04101

DATED at Portland, Maine this 2nd day of February, 2011.

ELGIN BUTLER COMPANY

/s/ Matthew S. Galvez
By: Matthew S. Galvez
Its: President

ELGIN BUTLER COMPANY

By its Attorneys

/s/ Benjamin E. Marcus
Benjamin E. Marcus, Esq.

Melissa Hewey, Esq. BNH #07130
DRUMMOND WOODSUM
84 Marginal Way, Suite 600
Portland, ME 04101-2480
(207) 772-1941

Trikeenan Tile Works, Inc.
Summary Proforma Income Statement

	Apr-11	May-11	Jun-11	Jul-11	Aug-11	Sep-11	Oct-11	Nov-11	Dec-11	2011
Revenues	239,542	187,547	247,158	249,382	282,751	293,874	214,603	214,603	214,603	2,144,063
Cost of Goods Sold	91,796	81,866	95,949	90,315	102,991	107,217	75,926	75,926	75,926	879,778
Gross Margin	147,746	105,681	151,209	159,068	179,760	186,657	138,677	138,677	138,677	1,346,152
Gross Margin %	61.7%	56.3%	61.2%	63.8%	63.6%	63.5%	64.6%	64.6%	64.6%	62.8%
Sales, General & Administration	92,433	102,934	441,736	134,183	118,290	119,487	112,962	112,962	112,962	1,347,949
Net Ordinary Expense	55,313	2,747	(290,527)	24,884	61,469	67,170	25,715	25,715	25,715	(1,797)
Other Expense (Income)	(6,841)	(6,841)	(6,841)	(6,841)	(6,841)	(6,841)	(6,841)	(6,841)	(6,841)	(61,569)
Tax Expense(Credits)	-	-	-	-	-	-	-	-	-	
Amort/Depr Expense	1,211	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	22,011
Total Other Expense (Income)	60,943	6,988	(286,286)	29,125	65,710	71,411	29,956	29,956	29,956	37,760
Total Interest Expense	5,773	4,675	5,920	5,961	6,656	6,883	5,212	5,206	5,200	51,485
Net Income/(Loss)	**55,170**	**2,313**	**(292,207)**	**23,164**	**59,055**	**64,528**	**24,744**	**24,751**	**24,757**	**(13,725)**
EBITDA	62,154	9,588	(283,686)	31,725	68,310	74,011	32,556	32,556	32,556	59,772

Trikeenan Tile Works, Inc.
Summary Proforma Income Stat

	Jan-12	Feb-12	Mar-12	Apr-12	May-12	Jun-12	Jul-12	Aug-12	Sep-12	Oct-12	Nov-12	Dec-12	2012
Revenues	173,417	241,885	255,633	307,424	235,996	305,771	305,771	305,771	328,932	240,051	240,051	240,051	3,180,754
Cost of Goods Sold	65,809	90,540	88,508	111,099	90,754	111,737	111,737	111,737	120,535	84,172	84,172	84,172	1,154,969
Gross Margin	107,608	151,345	167,125	196,325	145,241	194,035	194,035	194,035	208,397	155,879	155,879	155,879	2,025,784
Gross Margin %	62.1%	62.6%	65.4%	63.9%	61.5%	63.5%	63.5%	63.5%	63.4%	64.9%	64.9%	64.9%	63.7%
Sales, General & Administration	113,400	113,425	116,468	115,332	111,540	114,912	114,912	114,912	115,739	114,028	114,028	114,028	1,372,724
Net Ordinary Expense	(5,792)	37,920	50,657	80,993	33,701	79,123	79,123	79,123	92,658	41,851	41,851	41,851	653,060
Other Expense (Income)	(6,841)	(6,841)	2,705	(6,841)	(6,841)	(6,841)	(6,841)	(6,841)	(6,841)	(6,841)	(6,841)	(6,841)	(72,546)
Tax Expense(Credits)	-	-	-	-	-	-	-	-	-	-	-	-	-
Amort/Depr Expense	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	31,200
Total Other Expense (Income)	(1,551)	42,161	45,352	85,234	37,942	83,364	83,364	83,364	96,899	46,092	46,092	46,092	694,406
Total Interest Expense	4,329	5,760	6,043	7,124	5,618	7,077	7,071	7,065	7,545	5,672	5,666	5,660	74,629
Net Income/(Loss)	**(5,879)**	**36,401**	**39,309**	**78,110**	**32,324**	**76,287**	**76,293**	**76,299**	**89,354**	**40,420**	**40,426**	**40,433**	**619,777**
EBITDA	1,049	44,761	47,952	87,834	40,542	85,964	85,964	85,964	99,499	48,692	48,692	48,692	725,606

Trikeenan Tile Works, Inc.
Summary Proforma Income Sta

	Jan-13	Feb-13	Mar-13	Apr-13	May-13	Jun-13	Jul-13	Aug-13	Sep-13	Oct-13	Nov-13	Dec-13	2013
Revenues	193,879	270,650	286,065	344,137	264,046	342,284	342,284	342,284	342,284	249,743	249,743	249,743	3,477,141
Cost of Goods Sold	71,837	101,840	97,289	124,892	99,333	125,607	125,607	125,607	125,607	87,747	87,747	87,747	1,260,860
Gross Margin	122,042	168,810	188,776	219,245	164,714	216,676	216,676	216,676	216,676	161,996	161,996	161,996	2,216,280
Gross Margin %	62.9%	62.4%	66.0%	63.7%	62.4%	63.3%	63.3%	63.3%	63.3%	64.9%	64.9%	64.9%	63.7%
Sales, General & Administration	114,520	114,548	117,960	116,686	112,435	116,215	116,215	116,215	116,215	114,434	114,434	114,434	1,384,312
Net Ordinary Expense	7,522	54,262	70,816	102,559	52,279	100,461	100,461	100,461	100,461	47,562	47,562	47,562	831,969
Other Expense (Income)	(6,841)	(6,841)	64,048	(6,841)	(6,841)	(6,841)	(6,841)	(6,841)	(6,841)	(6,841)	(6,841)	63,015	58,653
Tax Expense(Credits)	-	-	-	-	-	-	-	-	-	-	-	-	
Amort/Depr Expense	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	31,200
Total Other Expense (Income)	11,763	58,503	4,168	106,800	56,520	104,702	104,702	104,702	104,702	51,803	51,803	(18,053)	742,116
Total Interest Expense	4,684	6,290	6,608	7,821	6,133	7,770	7,763	7,757	7,751	5,801	5,795	5,789	79,962
Net Income/(Loss)	**7,079**	**52,213**	**(2,439)**	**98,979**	**50,387**	**96,933**	**96,939**	**96,945**	**96,951**	**46,002**	**46,008**	**(23,842)**	**662,153**
EBITDA	14,363	61,103	6,768	109,400	59,120	107,302	107,302	107,302	107,302	54,403	54,403	(15,453)	773,316

Trikeenan Tile Works, Inc.
Summary Proforma Income Statement

	April-Dec 2011	2012	2013
Revenues	2,144,063	3,180,754	3,477,141
Cost of Goods Sold	879,778	1,154,969	1,260,860
Gross Margin	1,346,152	2,025,784	2,216,280
Gross Margin %	62.8%	63.7%	63.7%
Sales, General & Administration	1,347,949	1,372,724	1,384,312
Net Ordinary Expense	(1,797)	653,060	831,969
Other Expense (Income)	(61,569)	(72,546)	58,653
Tax Expense(Credits)	-	-	-
Amort/Depr Expense	22,011	31,200	31,200
Total Other Expense (Income)	37,760	694,406	742,116
Total Interest Expense	51,485	74,629	79,962
Net Income/(Loss)	**(13,725)**	**619,777**	**662,153**
EBITDA	59,772	725,606	773,316

Trikeenan Tile Works, Inc.
Summary Proforma Balance Sheet

	Proj Opening	Proj Apr-11	May-11	Jun-11	Jul-11	Aug-11	Sep-11	Oct-11	Nov-11	Dec-11
Assets										
Cash and Cash Equivalents	-	46,403	81,732	416,032	255,187	232,582	267,447	323,310	352,490	375,004
Accounts Receivable, net of allowance	142,709	215,334	194,494	233,992	245,535	273,447	288,767	233,144	219,238	215,762
Inventories, net of allowance	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Prepaids and Other Assets	131,818	143,818	143,818	143,818	143,818	143,818	143,818	143,818	143,818	143,818
Current Assets	294,527	425,555	440,044	813,842	664,540	669,847	720,032	720,273	735,546	754,584
Plant, Property & Equipment, net of amort/depr	218,000	216,789	464,189	461,589	458,989	456,389	453,789	451,189	448,589	445,989
Inter-company	-	-	-	-	-	-	-	-	-	-
Total Assets	512,528	642,344	904,233	1,275,431	1,123,529	1,126,236	1,173,821	1,171,461	1,184,135	1,200,573
Liabilities										
Accounts Payable	0	74,647	89,207	359,678	191,679	142,399	132,524	112,487	107,478	106,225
Accrued Liabilities	120,000	120,000	116,667	113,333	110,000	106,667	103,333	100,000	96,667	93,333
Accrued Taxes										
Accrued Payroll	-	-	-	-	-	-	-	-	-	-
Accrued Interest	-	-	-	-	-	-	-	-	-	-
Inter-company	-	-	-	-	-	-	-	-	-	-
Current Liabilities	120,000	194,647	205,873	473,012	301,679	249,066	235,857	212,487	204,144	199,559
Long Term Debt	210,527	210,528	458,878	455,144	451,411	447,678	443,944	440,211	436,478	432,744
Total Liabilities	330,528	405,175	664,751	928,156	753,090	696,744	679,801	652,698	640,622	632,303
Capital Stock	182,000	182,000	182,000	582,000	582,000	582,000	582,000	582,000	582,000	582,000
Retained Earnings	-	-	55,170	57,482	(234,725)	(211,561)	(152,506)	(87,978)	(63,234)	(38,483)
Current Results	-	55,170	2,313	(292,207)	23,164	59,055	64,528	24,744	24,751	24,757
Owners' Equity	182,000	237,170	239,483	347,276	370,439	429,494	494,022	518,766	543,517	568,274
Total Liabilities & Owners' Equity	512,528	642,345	904,234	1,275,432	1,123,529	1,126,238	1,173,823	1,171,464	1,184,139	1,200,576
Balance check	0	1	1	1	1	1	2	3	3	4

Trikeenan Tile Works, Inc.
Summary Proforma Balance Sheet

	Jan-12	Feb-12	Mar-12	Apr-12	May-12	Jun-12	Jul-12	Aug-12	Sep-12	Oct-12	Nov-12	Dec-12
Assets												
Cash and Cash Equivalents	387,777	388,858	404,350	444,812	507,202	546,290	609,933	679,719	750,565	834,174	882,048	920,992
Accounts Receivable, net of allowance	184,003	227,414	248,578	292,713	250,175	291,872	302,296	304,903	322,925	260,770	245,231	241,346
Inventories, net of allowance	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Prepaids and Other Assets	143,818	143,818	143,818	143,818	143,818	143,818	143,818	143,818	143,818	143,818	143,818	143,818
Current Assets	735,598	780,090	816,747	901,343	921,195	1,001,980	1,076,048	1,148,440	1,237,307	1,258,762	1,291,097	1,326,156
Plant, Property & Equipment, net of amort/depr	443,389	440,789	438,189	435,589	432,989	430,389	427,789	425,189	422,589	419,989	417,389	414,789
Inter-company	-	-	-	-	-	-	-	-	-	-	-	-
Total Assets	1,178,987	1,220,879	1,254,936	1,336,932	1,354,184	1,432,369	1,503,836	1,573,629	1,659,896	1,678,751	1,708,486	1,740,945
Liabilities												
Accounts Payable	97,587	110,145	111,959	122,912	114,908	123,874	126,115	126,676	130,656	116,158	112,534	111,628
Accrued Liabilities	90,000	86,667	83,333	80,000	76,667	73,333	70,000	66,667	63,333	60,000	56,667	53,333
Accrued Taxes												
Accrued Payroll	-	-	-	-	-	-	-	-	-	-	-	-
Accrued Interest	-	-	-	-	-	-	-	-	-	-	-	-
Inter-company	-	-	-	-	-	-	-	-	-	-	-	-
Current Liabilities	187,587	196,811	195,292	202,912	191,574	197,207	196,115	193,342	193,990	176,158	169,200	164,961
Long Term Debt	429,011	425,278	421,544	417,811	414,078	410,344	406,611	402,878	399,144	395,411	391,678	387,944
Total Liabilities	616,598	622,089	616,837	620,723	605,652	607,551	602,726	596,220	593,134	571,569	560,878	552,905
Capital Stock	582,000	582,000	582,000	582,000	582,000	582,000	582,000	582,000	582,000	582,000	582,000	582,000
Retained Earnings	(13,726)	(19,606)	16,795	56,104	134,215	166,539	242,825	319,118	395,417	484,772	525,192	565,618
Current Results	(5,879)	36,401	39,309	78,110	32,324	76,287	76,293	76,299	89,354	40,420	40,426	40,433
Owners' Equity	562,394	598,795	638,104	716,215	748,539	824,825	901,118	977,417	1,066,772	1,107,192	1,147,618	1,188,051
Total Liabilities & Owners' Equity	1,178,992	1,220,884	1,254,941	1,336,938	1,354,190	1,432,377	1,503,844	1,573,637	1,659,906	1,678,761	1,708,496	1,740,956
Balance check	4	5	5	6	7	7	8	9	9	10	10	11

Trikeenan Tile Works, Inc.
Summary Proforma Balance Sheet

	Jan-13	Feb-13	Mar-13	Apr-13	May-13	Jun-13	Jul-13	Aug-13	Sep-13	Oct-13	Nov-13	Dec-13
Assets												
Cash and Cash Equivalents	949,643	962,823	934,228	991,536	1,076,177	1,131,942	1,215,239	1,305,423	1,397,333	1,491,999	1,546,822	1,521,833
Accounts Receivable, net of allowance	205,746	254,424	278,155	327,642	279,945	326,699	338,387	341,310	342,040	272,817	255,512	251,185
Inventories, net of allowance	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Prepaids and Other Assets	143,818	143,818	143,818	143,818	143,818	143,818	143,818	143,818	143,818	143,818	143,818	143,818
Current Assets	1,319,207	1,381,065	1,376,201	1,482,996	1,519,941	1,622,460	1,717,445	1,810,551	1,903,192	1,928,634	1,966,152	1,936,837
Plant, Property & Equipment, net of amort/depr	412,189	409,589	406,989	404,389	401,789	399,189	396,589	393,989	391,389	388,789	386,189	383,589
Inter-company	-	-	-	-	-	-	-	-	-	-	-	-
Total Assets	1,731,396	1,790,654	1,783,190	1,887,385	1,921,730	2,021,649	2,114,034	2,204,540	2,294,580	2,317,423	2,352,341	2,320,426
Liabilities												
Accounts Payable	102,067	116,180	118,222	130,505	121,530	131,584	134,098	134,726	134,883	118,791	114,768	113,762
Accrued Liabilities	50,000	46,667	43,333	40,000	36,667	33,333	30,000	26,667	23,333	20,000	16,667	13,333
Accrued Taxes												
Accrued Payroll	-	-	-	-	-	-	-	-	-	-	-	-
Accrued Interest	-	-	-	-	-	-	-	-	-	-	-	-
Inter-company	-	-	-	-	-	-	-	-	-	-	-	-
Current Liabilities	152,067	162,846	161,555	170,505	158,197	164,917	164,097	161,392	158,216	138,791	131,435	127,096
Long Term Debt	384,211	380,478	376,744	373,011	369,278	365,544	361,811	358,078	354,344	350,611	346,878	343,144
Total Liabilities	536,278	543,324	538,299	543,516	527,475	530,462	525,908	519,470	512,560	489,402	478,312	470,240
Capital Stock	582,000	582,000	582,000	582,000	582,000	582,000	582,000	582,000	582,000	582,000	582,000	582,000
Retained Earnings	606,051	613,130	665,343	662,903	761,882	812,269	909,202	1,006,140	1,103,085	1,200,037	1,246,038	1,292,046
Current Results	7,079	52,213	(2,439)	98,979	50,387	96,933	96,939	96,945	96,951	46,002	46,008	(23,842)
Owners' Equity	1,195,130	1,247,343	1,244,903	1,343,882	1,394,269	1,491,202	1,588,140	1,685,085	1,782,037	1,828,038	1,874,046	1,850,204
Total Liabilities & Owners' Equity	1,731,408	1,790,666	1,783,203	1,887,398	1,921,744	2,021,663	2,114,049	2,204,555	2,294,597	2,317,440	2,352,358	2,320,444
Balance check	11	12	13	13	14	15	15	16	17	17	18	18

Trikeenan Tile Works, Inc.
Summary Proforma Balance Sheet

	Proj Opening	Dec-11	Dec-12	Dec-13
Assets				
Cash and Cash Equivalents	-	375,004	920,992	1,521,833
Accounts Receivable, net of allowance	142,709	215,762	241,346	251,185
Inventories, net of allowance	20,000	20,000	20,000	20,000
Prepaids and Other Assets	131,818	143,818	143,818	143,818
	-	-	-	-
Current Assets	294,527	754,584	1,326,156	1,936,837
	-	-	-	-
Plant, Property & Equipment,	218,000	445,989	414,789	383,589
net of amort/depr	-	-	-	-
Inter-company	-	-	-	-
	-	-	-	-
Total Assets	512,528	1,200,573	1,740,945	2,320,426
	-	-	-	-
Liabilities	-	-	-	-
	-	-	-	-
Accounts Payable	0	106,225	111,628	113,762
Accrued Liabilities	120,000	93,333	53,333	13,333
Accrued Taxes	-	-	-	-
Accrued Payroll	-	-	-	-
Accrued Interest	-	-	-	-
Inter-company	-	-	-	-
	-	-	-	-
Current Liabilities	120,000	199,559	164,961	127,096
	-	-	-	-
Long Term Debt	210,527	432,744	387,944	343,144
	-	-	-	-
Total Liabilities	330,528	632,303	552,905	470,240
	-	-	-	-
Capital Stock	182,000	582,000	582,000	582,000
Retained Earnings	-	(38,483)	565,618	1,292,046
Current Results	-	24,757	40,433	(23,842)
	-	-	-	-
Owners' Equity	182,000	568,274	1,188,051	1,850,204
	-	-	-	-
Total Liabilities & Owners' Equity	512,528	1,200,576	1,740,956	2,320,444
	-	-	-	-

Trikeenan Tile Works, Inc.
Summary Proforma Cash Flow

	Proj April-11	May-11	Jun-11	Jul-11	Aug-11	Sep-11	Oct-11	Nov-11
Net Income from Operations	55,170	2,313	(292,207)	23,164	59,055	64,528	24,744	24,751
Add Back Non-Cash Expenses: Depreciation & Amortization	1,211	2,600	2,600	2,600	2,600	2,600	2,600	2,600
Net Cash Flow from Operations	56,381	4,913	(289,607)	25,764	61,655	67,128	27,344	27,351
Sources (Uses) of Cash:								
Accounts Receivable	(72,625)	20,840	(39,498)	(11,543)	(27,912)	(15,320)	55,623	13,906
Inventory	-	-	-	-	-	-	-	-
Prepaid Expenses	-	-	-	-	-	-	-	-
Accounts Payable	74,647	14,559	270,472	(167,999)	(49,280)	(9,876)	(20,037)	(5,009)
Accrued Liabilities	-	-	0	(0)	0	0	(0)	-
Total Sources (Uses) of Cash	2,022	35,399	230,974	(179,542)	(77,192)	(25,196)	35,586	8,897
Net Cash Flow from Operating Activities	58,404	40,312	(58,633)	(153,778)	(15,537)	41,932	62,930	36,247
CASH FLOW FROM INVESTING ACTIVITIES:								
Additions to Fixed Assets	(0)	(250,000)	-	-	-	-	-	-
CASH FLOW FROM FINANCING ACTIVITIES:	(0)	(250,000)	-	-	-	-	-	-
Change in Retained Earnings	-	-	-	-	-	-	-	-
Change in Debt	0	245,017	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)
Capital Infusion	-	-	400,000	-	-	-	-	-
	0	245,017	392,933	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)
Net Increase (Decrease) in Cash	58,404	35,329	334,301	(160,845)	(22,604)	34,865	55,864	29,180
Cash at End of Period	46,403	81,732	416,032	255,187	232,582	267,447	323,310	352,490
Cash at Beginning of Period	-	46,403	81,732	416,032	255,187	232,582	267,447	323,310
Cash Generated/(Used) During Period	46,403	35,328	334,300	(160,845)	(22,604)	34,865	55,863	29,180

Trikeenan Tile Works, Inc.
Summary Proforma Cash Flow

	Dec-11	Jan-12	Feb-12	Mar-12	Apr-12	May-12	Jun-12	Jul-12	Aug-12
Net Income from Operations	24,757	(5,879)	36,401	39,309	78,110	32,324	76,287	76,293	76,299
Add Back Non-Cash Expenses: Depreciation & Amortization	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600
Net Cash Flow from Operations	27,357	(3,279)	39,001	41,909	80,710	34,924	78,887	78,893	78,899
Sources (Uses) of Cash:									
Accounts Receivable	3,476	31,759	(43,411)	(21,164)	(44,135)	42,538	(41,697)	(10,424)	(2,606)
Inventory	-	-	-	-	-	-	-	-	-
Prepaid Expenses	-	-	-	-	-	-	-	-	-
Accounts Payable	(1,252)	(8,639)	12,558	1,814	10,953	(8,005)	8,966	2,242	560
Accrued Liabilities	-	0	(0)	-	(0)	(0)	0	0	-
Total Sources (Uses) of Cash	2,224	23,120	(30,853)	(19,349)	(33,181)	34,533	(32,731)	(8,183)	(2,046)
Net Cash Flow from Operating Activities	29,581	19,840	8,148	22,560	47,529	69,457	46,156	70,710	76,853
CASH FLOW FROM INVESTING ACTIVITIES:									
Additions to Fixed Assets	-	-	-	-	-	-	-	-	-
CASH FLOW FROM FINANCING ACTIVITIES:	-	-	-	-	-	-	-	-	-
Change in Retained Earnings	-	-	-	-	-	-	-	-	-
Change in Debt	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)
Capital Infusion	-	-	-	-	-	-	-	-	-
	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)
Net Increase (Decrease) in Cash	22,514	12,774	1,081	15,493	40,462	62,391	39,089	63,643	69,787
Cash at End of Period	375,004	387,777	388,858	404,350	444,812	507,202	546,290	609,933	679,719
Cash at Beginning of Period	352,490	375,004	387,777	388,858	404,350	444,812	507,202	546,290	609,933
Cash Generated/(Used) During Period	22,514	12,773	1,080	15,493	40,461	62,390	39,088	63,643	69,786

Trikeenan Tile Works, Inc.
Summary Proforma Cash Flow

	Sep-12	Oct-12	Nov-12	Dec-12	Jan-13	Feb-13	Mar-13	Apr-13	May-13
Net Income from Operations	89,354	40,420	40,426	40,433	7,079	52,213	(2,439)	98,979	50,387
Add Back Non-Cash Expenses: Depreciation & Amortization	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600
Net Cash Flow from Operations	91,954	43,020	43,026	43,033	9,679	54,813	161	101,579	52,987
Sources (Uses) of Cash:									
Accounts Receivable	(18,022)	62,155	15,539	3,885	35,600	(48,678)	(23,731)	(49,487)	47,696
Inventory	-	-	-	-	-	-	-	-	-
Prepaid Expenses	-	-	-	-	-	-	-	-	-
Accounts Payable	3,981	(14,498)	(3,625)	(906)	(9,560)	14,112	2,042	12,283	(8,975)
Accrued Liabilities	0	(0)	-	0	(0)	(0)	0	0	(0)
Total Sources (Uses) of Cash	(14,041)	47,657	11,914	2,979	26,040	(34,566)	(21,689)	(37,203)	38,722
Net Cash Flow from Operating Activities	77,913	90,677	54,941	46,011	35,719	20,247	(21,528)	64,375	91,709
CASH FLOW FROM INVESTING ACTIVITIES:									
Additions to Fixed Assets	-	-	-	-	-	-	-	-	-
CASH FLOW FROM FINANCING ACTIVITIES:	-	-	-	-	-	-	-	-	-
Change in Retained Earnings	-	-	-	-	-	-	-	-	-
Change in Debt	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)
Capital Infusion	-	-	-	-	-	-	-	-	-
	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)
Net Increase (Decrease) in Cash	70,846	83,610	47,874	38,944	28,652	13,181	(28,595)	57,309	84,642
Cash at End of Period	750,565	834,174	882,048	920,992	949,643	962,823	934,228	991,536	1,076,177
Cash at Beginning of Period	679,719	750,565	834,174	882,048	920,992	949,643	962,823	934,228	991,536
Cash Generated/(Used) During Period	70,846	83,610	47,873	38,944	28,652	13,180	(28,595)	57,308	84,641

Trikeenan Tile Works, Inc.
Summary Proforma Cash Flow

	Jun-13	Jul-13	Aug-13	Sep-13	Oct-13	Nov-13	Dec-13
Net Income from Operations	96,933	96,939	96,945	96,951	46,002	46,008	(23,842)
Add Back Non-Cash Expenses: Depreciation & Amortization	2,600	2,600	2,600	2,600	2,600	2,600	2,600
Net Cash Flow from Operations	99,533	99,539	99,545	99,551	48,602	48,608	(21,242)
Sources (Uses) of Cash:							
Accounts Receivable	(46,754)	(11,688)	(2,922)	(731)	69,223	17,306	4,326
Inventory	-	-	-	-	-	-	-
Prepaid Expenses	-	-	-	-	-	-	-
Accounts Payable	10,054	2,513	628	157	(16,092)	(4,023)	(1,006)
Accrued Liabilities	(0)	(0)	0	0	(0)	(0)	-
Total Sources (Uses) of Cash	(36,700)	(9,175)	(2,294)	(573)	53,131	13,283	3,321
Net Cash Flow from Operating Activities	62,833	90,364	97,251	98,978	101,733	61,891	(17,921)
CASH FLOW FROM INVESTING ACTIVITIES:							
Additions to Fixed Assets	-	-	-	-	-	-	-
CASH FLOW FROM FINANCING ACTIVITIES:	-	-	-	-	-	-	-
Change in Retained Earnings	-	-	-	-	-	-	-
Change in Debt	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)
Capital Infusion	-	-	-	-	-	-	-
	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)	(7,067)
Net Increase (Decrease) in Cash	55,766	83,297	90,185	91,911	94,666	54,824	(24,988)
Cash at End of Period	1,131,942	1,215,239	1,305,423	1,397,333	1,491,999	1,546,822	1,521,833
Cash at Beginning of Period	1,076,177	1,131,942	1,215,239	1,305,423	1,397,333	1,491,999	1,546,822
Cash Generated/(Used) During Period	55,765	83,296	90,184	91,910	94,665	54,823	(24,989)

Trikeenan Tile Works, Inc.
Summary Proforma Cash Flow

	Apr-Dec 2011	2012	2013
Net Income from Operations	(13,725)	619,777	662,153
Add Back Non-Cash Expenses:	22,011	31,200	31,200
Depreciation & Amortization			-
Net Cash Flow from Operations	8,286	650,977	693,353
Sources (Uses) of Cash:			
Accounts Receivable	(73,052)	(25,585)	(9,839)
Inventory	-	-	-
Prepaid Expenses	-	-	-
Accounts Payable	106,225	5,402	2,135
Accrued Liabilities	0	0	(0)
Total Sources (Uses) of Cash	33,173	(20,182)	(7,704)
Net Cash Flow from Operating Activities	41,459	630,795	685,649
CASH FLOW FROM INVESTING ACTIVITIES:			
Additions to Fixed Assets	(250,000)	-	-
CASH FLOW FROM FINANCING ACTIVITIES:	(250,000)	-	-
Change in Retained Earnings	-	-	-
Change in Debt	195,550	(84,800)	(84,800)
Capital Infusion	400,000	-	-
Net Increase (Decrease) in Cash	387,009	545,995	600,849
Cash at End of Period	375,004	920,992	1,521,833
Cash at Beginning of Period	-	375,004	920,992
Cash Generated/(Used) During Period	375,004	545,988	600,842

	Closing	2011	2012	2013	Balance	TOTAL
TD Bank	177,000					177,000
Stueben	26,400					26,400
Hornell IDA	Principal	26,667	40,000	36,667	16,667	120,000
	Interest	-	-	-		
NYBDC	Principal	13,200	19,800	18,150	146,850	198,000
	Interest	5,717	7,833	6,398		
Lease payments		72,003	108,004	108,004	756,028	1,044,039
Priority unsecured claims	34,467					34,467
10% EBIT to creditors			9,546	70,889	69,856	150,291